

FIELDING RONALD W

Form 4

December 21, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIELDING RONALD W

2. Issuer Name **and** Ticker or Trading
Symbol
HORMEL FOODS CORP /DE/
[HRL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1 HORMEL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

AUSTIN, MN 55912

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	12/20/2012		M		27,500	A	\$ 20.07	57,318	D
COMMON STOCK	12/20/2012		M		55,000	A	\$ 12.63	112,318	D
COMMON STOCK	12/20/2012		M		55,000	A	\$ 19.125	167,318	D
COMMON STOCK	12/20/2012		M		55,000	A	\$ 24.96	222,318	D
COMMON STOCK	12/20/2012		F		117,179	D	\$ 31.33	105,139	D

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COMMON STOCK	12/20/2012	F	32,163	D	\$ 31.33	72,976	D	
COMMON STOCK						12,446.8252	I	401K
COMMON STOCK						13,498.3505	I	JEPST PLAN

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
STOCK OPTIONS (RIGHT TO BUY)	\$ 20.07	12/20/2012		M	27,500	(1) 12/04/2017	COMMON STOCK	27,500
STOCK OPTIONS (RIGHT TO BUY)	\$ 12.63	12/20/2012		M	55,000	(2) 12/02/2018	COMMON STOCK	55,000
STOCK OPTIONS (RIGHT TO BUY)	\$ 19.125	12/20/2012		M	55,000	(3) 12/01/2019	COMMON STOCK	55,000
STOCK OPTIONS (RIGHT TO BUY)	\$ 24.96	12/20/2012		M	55,000	(4) 12/07/2020	COMMON STOCK	55,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FIELDING RONALD W
1 HORMEL PLACE
AUSTIN, MN 55912

Executive Vice President

Signatures

Ronald W. Fielding, by Power of
Attorney

12/21/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vested in four equal annual installments, with the first group vesting on December 4, 2008.
- (2) The option vested in four equal annual installments, with the first group vesting on December 2, 2009.
- (3) The option vests in four equal annual installments, with the first group vesting on December 1, 2010.
- (4) The option vests in four equal annual installments, with the first group vesting on December 7, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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